

Minneapolis Office  
Suite 1000 Soo Line Building  
105 South Fifth Street  
P.O. Box 530  
Minneapolis, Minnesota 55440  
Tel. (612) 337-7665  
Fax (612) 347-8203

Chicago Office  
550 West Jackson Boulevard  
Suite 370  
Chicago, Illinois 60661  
Tel. (312) 831-0600  
Fax (312) 831-0622

Albany Office  
200 Clifton Corporate Park  
P.O. Box 8002  
Clifton Park, New York 12065  
Tel. (518) 383-7206  
Fax (518) 383-7250

Vice-President Legal Services  
Toronto (416) 863-8354  
Associate Vice-President Legal Services  
Montreal (514) 395-7681

## Canadian Pacific Legal Services

Writer's Direct Number (612) 337-7639

June 30, 1994

Minneapolis Office  
Wayne C Serkland  
U.S. Regional Counsel  
Fern B Albers  
Barry McGrath  
Patrick J McPartland  
Assistant U.S. Regional Counsel

John F Cook  
Jean L Findorff  
Patrick J Nugent  
Glenn Olander-Quamme  
Larry D Starns  
General Attorneys  
John C Holden  
Attorney  
Larry E Long  
Government Affairs

Chicago Office  
Thomas L Hogan  
General Attorney - Chicago  
Randall V TeWinkle  
General Attorney - Chicago

Albany Office  
Timothy G Mulcahy  
General Attorney - Albany

Ms. Mildred Lee  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Ave. N.W.  
Washington, D.C. 20423

0100299005  
RECORDATION NO. 8917- J  
JUL 5 1994 - 10 40 AM  
INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation  
Soo Line Railroad Equipment Trust of 1977  
Primary Document Recordation No. 8917

Dear Ms. Lee:

I have enclosed duly acknowledged duplicate originals of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Equipment Trust and Lease, dated as of May 25, 1994.

The primary document to which this is connected is recorded under Recordation No. 8917.

The names and addresses of the parties to the document are as follows:

Trustee, Lessor and Vendor:	First Bank National Association 200 S. Sixth Street Minneapolis, MN 55402
Lessee:	Soo Line Railroad Company Soo Line Building P.O. Box 530 Minneapolis, MN 55440

RECEIVED  
JUL 5 1994  
10 40 AM

Ms. Mildred Lee  
Interstate Commerce Commission  
Page Two  
June 30, 1994

A description of the equipment covered by the document follows:

- a. 3 50' 100-ton single-sheathed box cars with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road numbers 19204, 19221 and 19226.
- b. 200 100-ton 4,700 cubic feet capacity covered hopper cars. Soo Line road numbers 74634 to 74833, inclusive.
- c. 100 52'6" 100-ton gondola cars with 60" sides, fixed ends and steel floors. Soo Line road numbers 63800 to 63899, inclusive.
- d. 7 GP-38-2 diesel-electric locomotives of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4400 to 4406, inclusive.
- e. 1 3,800 H.P. EMD Model SD60M diesel-electric locomotive, bearing Soo Line road number 6062.
- f. 3 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64003 to 64005, inclusive.
- g. 19 100-ton 4,000 cubic feet open top hopper cars with rotary dump coupler, bearing Soo Line road number 62166 to 62173 (both inclusive) and 62190 to 62200 (both inclusive).

Ms. Mildred Lee  
Interstate Commerce Commission  
Page Three  
June 30, 1994

A fee of \$18.00 is enclosed, in the form of a check payable to the Interstate Commerce Commission. Please return the extra originals, bearing appropriate recordation data to Maureen O'Shea, Legal Assistant, Soo Line Railroad Company, Soo Line Building, Suite 1000, P.O. Box 530, Minneapolis, MN 55440.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust and Lease dated as of May 25, 1994, to Soo Line Railroad Equipment Trust and Lease of 1977 with Recordation No. 8917, dated as of August 1, 1977, as amended, and covering the following equipment: (see list of equipment set forth above).

Very truly yours,

  
Jean L. Findorff

MPO/ljd

Enclosures

JUL 5 1994 - 2 30 PM

TERMINATION OF AGREEMENT AND LEASE INTERSTATE COMMERCE COMMISSION

This Termination of Agreement and Lease, dated as of May 25, 1994, by and among Soo Line Railroad Company, a corporation organized and existing under the laws of the State of Minnesota, with principal office and place of business in the Soo Line Building, City of Minneapolis, Minnesota (hereinafter sometimes called the "Company"), and First Bank National Association (formerly known as First National Bank of Minneapolis), a national banking association duly incorporated and existing under the laws of the United States of America, with its office in the City of Minneapolis, Minnesota (hereinafter called "Trustee"), WITNESSETH

WHEREAS, J. W. Scanlan and D. R. Cadwallader, "Vendors", Company and Trustee are parties to that certain Agreement and Lease, both dated as of August 1, 1977, known as the Soo Line Railroad Equipment Trust of 1977 and covering the purchase and lease of:

- a. 3 50' 100-ton single sheathed box cars with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road numbers 19204, 19221 and 19226.
- b. 200 100-ton 4,700 cubic feet capacity covered hopper cars. Soo Line road numbers 74634 to 74833, inclusive.
- c. 100 52'6" 100-ton gondola cars with 60" sides, fixed ends and steel floors. Soo Line road numbers 63800 to 63899, inclusive.
- d. 7 GP-38-2 diesel-electric locomotive of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4400 to 4406, inclusive.

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of July 1, 1978, and recorded with the Interstate Commerce Commission on July 10, 1978, supplementing the Soo Line Railroad Equipment Trust of 1977 and covering the purchase and lease of one (1) 50' 100-ton single sheathed box car with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road numbers 19374; and

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of December 18, 1989, and recorded with the Interstate Commerce Commission on December 21, 1989, supplementing the Soo Line Railroad Equipment Trust of 1977 and covering the purchase and lease of one (1) 3,800 H.P. EMD Model SD60M diesel-electric locomotive, bearing Soo Line road number 6062; and

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on February 29, 1980, supplementing the Soo Line Railroad Equipment Trust of 1977 and covering the purchase and lease of four (4) 52'6" 100-ton gondola cars, bearing Soo Line road numbers 63983 to 63986, inclusive; and

WHEREAS, Company and Trustee are parties to that certain Amendment to the Supplemental Lease dated as of February 26, 1980, and recorded with the Interstate Commerce Commission on March 14, 1980, which stated that the number of cars and car numbers contained in the Supplemental Lease to cover the purchase and lease

of three (3) 52'6" 100-ton gondola cars bearing Soo Line road numbers 64003 to 64005, inclusive; and

WHEREAS, Company and Trustee are parties to that certain Supplemental Lease of Railroad Equipment dated as of January 22, 1990, and recorded with the Interstate Commerce Commission on January 23, 1990, supplementing the Soo Line Railroad Equipment Trust of 1977 and covering the purchase and lease of Nineteen (19) 100-ton 4,000 cubic feet open-top hopper with rotary dump coupler, bearing Soo Line road numbers 62166 to 62173 (both inclusive) and 62190 to 62200 (both inclusive); and

WHEREAS, Company, Trustee and J. W. Scanlan and D. R. Cadwallader ("Vendors") were parties to that certain Agreement dated as of June 16, 1986, which was filed with the Interstate Commerce Commission on February 4, 1987, whereby the Vendors resigned as vendors and the duties and obligations of Vendors assumed by Trustee, with the Company's consent thereto; and

WHEREAS, the Company determined that certain equipment was unsuitable or unnecessary for its use and the Company and Trustee are parties to that Release of certain Equipment under Agreement and Lease dated October 11, 1987, whereby the following equipment was released from the Agreement and Trust, and then sold to a third party: ninety-seven (97) 50' 100-ton single sheathed box cars with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road numbers 19172 to 19203, both inclusive, 19205 to 19220, both inclusive, 19227 to 19271, both inclusive, and one (1) 50' 100-ton single sheathed box car with

end-of-car cushions, 10-foot plug door and lading strap anchors.  
Soo Line road number 19374; and

WHEREAS, Company has met, discharged, and cancelled all the interests of the Trustee and the holders of the Trust Certificate in the Soo Line Railroad Equipment Trust of 1977; and

WHEREAS, said Lease has been terminated and all payments made by Company have been applied and treated as purchase money for the full purchase price of said freight train cars and locomotives, and title to all such equipment has vested in the Company, and all other terms and conditions contained in the Soo Line Equipment Trust of 1977 have been fully performed by Company;

NOW, THEREFORE, the parties hereto do hereby agree as follows:

1. The Soo Line Railroad Equipment Trust of 1977 and all Supplemental Leases and Amendments thereto are hereby terminated.


2. Trustee and Vendors hereby release any and all liens, encumbrances, claims of ownership or other claims of every sort and nature which they have or may have against the following described equipment:

- |    |     |   |
|----|-----|---|
| a. | 3   | 50' 100-ton single sheathed box cars with end-of-car cushions, 10-foot plug doors and lading strap anchors. Soo Line road numbers 19204, 19221 and 19226. |
| b. | 200 | 100-ton 4,700 cubic feet capacity covered hopper cars. Soo Line road numbers 74634 to 74833, inclusive.   |

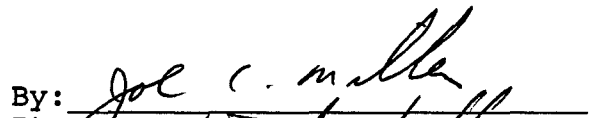
- c. 100 52'6" 100-ton gondola cars with 60" sides, fixed ends and steel floors. Soo Line road numbers 4400 to 4406, inclusive.
- d. 7 GP-38-2 diesel-electric locomotive of 2,000 H.P. rating with four wheel trucks. Soo Line road numbers 4400 to 4406, inclusive.
- e. 1 3,800 H.P. EMD Model SD60M diesel-electric locomotive, bearing Soo Line road number 6062.
- f. 3 52'6" 100-ton gondola cars, bearing Soo Line road numbers 64003 to 64005, inclusive.
- g. 19 100-ton 4,000 cubic feet open top hopper cars with rotary dump coupler, bearing Soo Line road number 62166 to 62173 (both inclusive) and 62190 to 62200 (both inclusive).

IN WITNESS WHEREOF, Company and Trustee have caused this instrument to be executed in their respective names by their respective officers, thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested.


ATTEST:

  
 Its Assistant Secretary

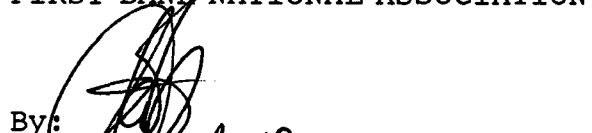
SOO LINE RAILROAD COMPANY

By:   
 Its: VP Controller

ATTEST:

  
 Its Assistant Secretary

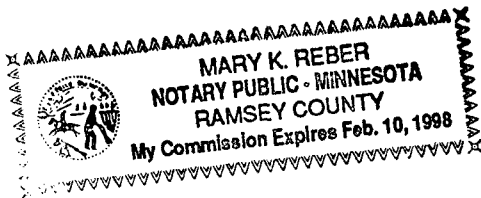
FIRST BANK NATIONAL ASSOCIATION

By:   
 Its: A.V.P.



STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

On this 1<sup>st</sup> day of June, 1994, before me personally appeared Scott Shostoff, to me personally known, AVR of the First Bank National Association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

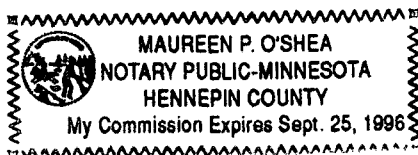


Mary K. Reber  
Notary Public

My Commission expires: 2-10-98

STATE OF MINNESOTA )  
 ) ss.  
COUNTY OF HENNEPIN )

On this 23 day of May, 1994, before me personally appeared John C. Miller, to me personally known, who, being each by me duly sworn did say that he is Vice President and Controller of the Soo Line Railroad Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Maureen P. O'Shea  
Notary Public

My Commission expires: 9/25/96